

BROWN FORMAN CORP
Form 4
December 27, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Owsley III

2. Issuer Name and Ticker or Trading Symbol
BROWN FORMAN CORP [BFA, BFB]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
850 DIXIE HIGHWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2016

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

LOUISVILLE, KY 40210
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common | | | | (A) Code V Amount (D) Price | 633,674 ⁽¹⁾ | I | Hebe Three Limited Partnership |
| Class A Common | | | | | 1,770 ⁽²⁾ | I | OB2 Marital Trust |
| Class B Common | | | | | 404,678 ⁽³⁾ | I | OB2 Marital Trust |
| Class A Common | | | | | 24 ⁽⁴⁾ | I | OB2 Reverse QTIP Trust |
| | | | | | 102,896 ⁽⁵⁾ | I | |

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| | | | | | | | |
|-------------------|--|--|--|---------------------------|---|--|--|
| Class B Common | | | | | | | OB2 Reverse QTIP Trust |
| Class A Common | | | | 6,660,230 ⁽⁶⁾ | I | | Olympus Three LLC |
| Class B Common | | | | 13,407,282 ⁽⁷⁾ | I | | Olympus Three LLC |
| Class B Common | | | | 3,944 ⁽⁸⁾ | I | | Trust fbo Child-1 |
| Class B Common | | | | 3,848 ⁽⁹⁾ | I | | Trust fbo Child-2 |
| Class B Common | | | | 234 ⁽¹⁰⁾ | I | | Trust fbo Child-3 |
| Class A Common | | | | 40,878 ⁽¹¹⁾ | I | | Trust fbo Owsley Brown III |
| Class B Common | | | | 10,218 ⁽¹²⁾ | I | | Trust fbo Owsley Brown III |
| Class B Common | | | | 1,424 ⁽¹³⁾ | I | | Trust fbo Victoire Brown |
| Class A Common | | | | 26,126 ⁽¹⁴⁾ | I | | Woodford Partners California, LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | |
|------|---------------------|--------------------|-------|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Code | V | (A) | (D) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Owsley III 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

| | |
|---|------------|
| Michael E. Carr, Attorney in Fact for Owsley Brown III | 12/27/2016 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In August 2016, the Class A and Class B common stock of Brown-Forman Corporation split 2-1, resulting in the reporting person's acquisition of 316,837 additional shares.
 - (2) Reflects the acquisition of 885 additional shares in the August 2016 stock split.
 - (3) Reflects the acquisition of 202,339 additional shares in the August 2016 stock split.
 - (4) Reflects the acquisition of 12 additional shares in the August 2016 stock split.
 - (5) Reflects the acquisition of 51,448 additional shares in the August 2016 stock split.
 - (6) Reflects the acquisition of 3,330,115 additional shares in the August 2016 stock split.
 - (7) Reflects the acquisition of 6,703,641 additional shares in the August 2016 stock split.
 - (8) Reflects the acquisition of 1,972 additional shares in the August 2016 stock split.
 - (9) Reflects the acquisition of 1,924 additional shares in the August 2016 stock split.
 - (10) Reflects the acquisition of 117 additional shares in the August 2016 stock split.
 - (11) Reflects the acquisition of 20,439 additional shares in the August 2016 stock split.
 - (12) Reflects the acquisition of 5,109 additional shares in the August 2016 stock split.
 - (13) Reflects the acquisition of 712 additional shares in the August 2016 stock split.
 - (14) Reflects the acquisition of 13,063 additional shares in the August 2016 stock split.

Remarks:

2nd of 2 Forms

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.